

COMPANY NUMBER 5148271

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GROWING OLDER WITH LEARNING DISABILITY LIMITED

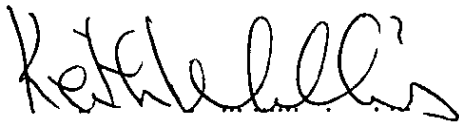
Pursuant to Section 381A of the Companies Act 1985

Passed on 16 May 2007

We, the undersigned members of the above Company being the only members who at the date hereof would be entitled to attend an vote at a general meeting of the Company hereby resolved (as a special resolution) as follows on 16 May 2007 -

SPECIAL RESOLUTION

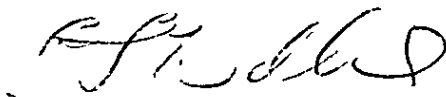
The regulations set out in the document annexed hereto and marked "A" be and are hereby adopted as new Articles of Association of the Company to the exclusion of all and any existing regulations or articles



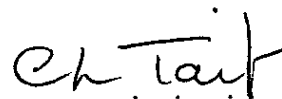
Keith Willis



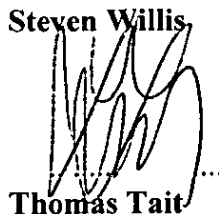
Kevin Tunjcliffe



Steven Willis



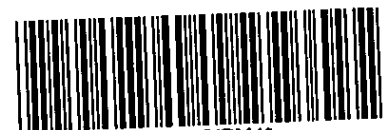
Carole Tait



Thomas Tait

Dated: 16 May 2007

THURSDAY



A52 *ADCWYPM4* 17/05/2007
COMPANIES HOUSE

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A

THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

GROWING OLDER WITH LEARNING DISABILITY LIMITED

(as adopted by Special Resolution passed on the 16 April 2007)

1 General

1.1 The Company is a Private Company and, subject as hereinafter provided and except where the same are varied or excluded by or inconsistent with these Articles, the regulations contained or incorporated by reference in Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment Regulations) 1985 (SI 1985 No. 1052) and as further amended by The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (hereinafter called "Table A") shall apply to the Company save insofar as they are excluded or varied hereby and such Regulations (save as so excluded or varied) shall be deemed to form part of these Articles. References herein to Regulations are to regulations in Table A unless otherwise stated.

1.2 In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles of any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

2 Definitions

2.1 In these Articles unless the context otherwise requires -

"Aggregate Dividend Amount" means the aggregate amount of dividends to be lawfully declared and paid by the Company at any particular time,

"these Articles" means the Articles of Association in their present form or as from time to time altered and "Article" shall be construed accordingly;

“A Share”	means an A Ordinary Shares in the Company and “A Shares” shall be construed accordingly,
“A Share Entitlement”	means in respect of an A Share, 32.26% of the Relevant Amount divided by the number of A Shares in issue at the time in question;
“B Share”	means a B Ordinary Share in the Company and “B Shares” shall be construed accordingly,
“B Share Entitlement”	means in respect of a B Share, 67.74% of the Relevant Amount divided by the number of B Shares in issue at the time in question,
“Director”	means a Director of the Company,
“Distribution Amount”	means the same as the meaning attributed to it in Article 4.1.2.3 below,
“the Board”	means the Board of Directors of the Company or a duly authorised committee thereof or the Directors present at a meeting of the Board of Directors of the Company or a duly authorised committee thereof, in each case at which a quorum is present,
“Member”	means a member of the Company and “Members” shall be construed accordingly,
“Relevant Amount”	means in respect of (i) income, the Aggregate Dividend Amount, (ii) value, the Relevant Value, and (iii) a return on capital, the Distribution Amount (as the context shall require),
“Relevant Value”	means the value of the entire issued share capital of the Company as determined from time to time by reference to (i) a bona fide offer by a third party for the entire issued share capital of the Company, (ii) a valuation of the entire issued share capital of the Company carried out by the Company’s auditors or accountants from time to time using a valuation basis and principles generally accepted in the industry in which the Company trades, or (iii) any other

valuation of the entire issued share capital of the Company approved by all of the Members

3 Share Capital

The share capital of the Company is £100,000 divided into 50,000 A Shares and 50,000 B Shares. The A Shares and the "B" Shares shall each constitute different classes of shares for the purposes of the Act but save as otherwise provided in these Articles of Association shall rank *pari passu* in all respects

4 Share Rights

4.1 The shares shall have the following rights attributed to them

4.1.1 as regards income each of the holders of the A Shares shall be entitled to receive a dividend equal to the A Share Entitlement per A Share held and each of the holders of the B Shares shall be entitled to receive a dividend equal to the B Share Entitlement per B Share held in each case lawfully declared and paid by the Company from time to time,

4.1.2 as regards capital, subject to the provisions of the Act, on a return of capital the assets and retained profits of the Company available for distribution among the members shall be applied as follows

4.1.2.1 first in paying the nominal paid up share capital per share to the Members in question,

4.1.2.2 second in paying any declared but unpaid dividends to the relevant Members, and

4.1.2.3 thereafter, providing the same is capable of distribution to the Members, in distributing the balance of such assets and retained profits ("the Distribution Amount") as follows

4.1.2.3.1 to each of the holders of the A Shares, the A Share Entitlement per A Share held, and

4.1.2.3.2 to each of the holders of the B Shares, the B Share Entitlement per B Share held, and

4.1.3 as regards value at all material times (unless all of the Members agree otherwise in writing) the value of each A Share shall be the A Share Entitlement and the value of each B Share shall be the B Share Entitlement

5 Allotments

5.1 Subject to the Article 5.2 hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit

- 5 2 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and to grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company authorised but unissued at the date of adoption of these Articles at any time or times during the period of five years from the date of adoption and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting
- 5 3 All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the Board who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as it thinks proper
- 5 4 Pursuant to Section 91 of the Companies Act 1985, sub-section (1) of Section 89 and sub-sections (1) to (6) inclusive of Section 90 of that Act shall be excluded from applying to the Company

6 Lien

The lien conferred by Regulation 8 shall also attach to fully paid shares and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders for all moneys presently payable by him or his estate to the Company. Regulation 8 shall be modified accordingly

7 Forfeiture

The liability of any Member in default of payment of a call shall, if the Board so directs, also include any costs and expenses suffered or incurred by the Company in respect of such non-payment and the powers conferred on the Board by Regulation 18 and the provisions of Regulation 21 shall be extended accordingly

8 Proceedings at General Meetings

- 8 1 No business shall be transacted at any General meeting unless a quorum is present. Subject to Article 8 2 below two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum
- 8 2 If and for so long as the Company has only one member entitled to vote, that member present in person or by proxy or if that Member is a corporation by a duly authorised representative shall be a quorum. Regulation 40 shall not apply to the Company
- 8 3 If within half an hour from the time appointed for a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If a quorum is not present at any such

adjourned meeting within half an hour from the time appointed for that meeting, the meeting shall be dissolved. Regulation 41 shall not apply to the Company

- 8.4 A poll may be demanded at any general meeting by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly

9 Votes of Members

- 9.1 The holders of the A Shares shall receive one vote for every share held by them

- 9.2 The holders of the B Shares shall receive two votes for every three whole shares held by them. If an holder of a B Share shall at any time hold shares such that their votes do not count as a whole number then the number of votes that they hold shall be rounded down to the next whole number

- 9.3 Clauses 38 and 54 in Tables A shall be read and construed accordingly

10 Delegation of Directors' Powers

Any committee of the Board may consist of one or more co-opted persons other than Directors on whom voting rights may be conferred as members of the Committee but so that -

- 10.1 the number of co-opted members shall be less than one-half of the total number of members of the committee, and
- 10.2 no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors

and Regulation 72 shall be modified accordingly

11. Appointment and Retirement of Directors

- 11.1 The minimum number of Directors shall be one and in the event of there being a sole Director he shall have all the powers and be subject to all the provisions herein conferred on the Directors and he or any alternate Director appointed by him shall alone constitute a quorum at any meeting of the Directors. Regulations 64, 89 and 90 shall be modified (and all other Regulations in these Articles relating to Directors shall be construed) accordingly

- 11.2 No person shall be appointed a Director at any general meeting unless either -

11.2.1 he is recommended by the Directors, or

11.2.2 not less than fourteen nor more than twenty-eight clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed

- 11.3 In any case where as the result of the death of a sole member of the Company the Company has no members and no Directors the personal representatives of such deceased member shall have the right by notice in writing to appoint a

person to be a Director of the Company and such appointment shall be as effective as if made by the Company in General Meeting as if the deceased member had been present

11.4 The Directors shall not be subject to retirement by rotation and accordingly:-

- 11 4 1 Regulation 73 to 75 inclusive. Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company,
- 11 4 2 Regulation 76 shall apply but with the deletion of the words "other than a Director retiring by rotation",
- 11 4 3 Regulation 77 shall apply but with the deletion of the words in brackets "(other than a Director retiring by rotation at the meeting)",
- 11 4 4 Regulation 78 shall apply but with the deletion of the words "and may also determine the rotation in which any additional Directors are to retire", and
- 11 4 5 Regulation 79 shall apply but with the deletion of the words "and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting"

12 Borrowing Powers

The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge of standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

13 Directors

- 13 1 The Directors shall be entitled to such remuneration (if any) by way of fee as shall from time to time be determined by the Company in General Meeting Unless and until so determined, remuneration shall be at such rate as the Board shall from time to time determine Such remuneration shall be deemed to accrue from day to day The Directors (including alternate Directors) shall also be entitled to be paid their reasonable travelling, hotel and other expenses of attending and returning from meetings of the Company or otherwise incurred while engaged on the business of the Company or in the discharge of their duties Regulations 82 and 83 shall not apply to the Company
- 13 2 Any Director, who, by request, performs special services or goes or resides abroad for any purposes of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a Director shall receive such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine which shall be charged as part of the Company's ordinary working expenses
- 13 3 Subject to the provisions of the Companies Act 1985 and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office -

- 13.3.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is in any way interested,
 - 13.3.2 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is in any way interested,
 - 13.3.3 may, or any firm or company of which he is a member or Director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested,
 - 13.3.4 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, and
 - 13.3.5 shall be entitled to vote and be counted in the quorum on any matter concerning Articles 12.3.1 and Article 12.3.4 above
- 13.4 For the purposes of this Article 12
- 13.4.1 a general notice to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of person is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified
 - 13.4.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge, shall not be treated as an interest of his, and
 - 13.4.3 an interest of a person who is, for any purpose of the Companies Act 1985 (excluding any statutory modification not in force when this Article becomes binding on the Company), connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise

and Regulations 86, and 94 to 96 inclusive shall not apply to the Company

14 Gratuities and Pensions

The Directors may exercise the powers of the Company conferred by Clause 3(11)(u) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers. Regulation 87 of table A shall not apply to the Company

15 Proceedings of Directors

An alternate Director who is himself a Director and/or who acts as an alternate Director for more than one Director shall be entitled, in the absence of his

appointor(s), to a separate vote or votes on behalf of his appointor(s) in addition (if he is himself a Director) to his own vote Regulation 88 shall be modified accordingly

16 Dividends

Having regard to Article 4 1 1 above and otherwise subject to the provisions of the Act, the Company may by ordinary resolution, upon the recommendation of the Directors, declare a dividend but no dividend shall exceed the amount recommended by the Directors

17. Seal

The Directors shall decide whether the company shall have a seal and if so shall provide for the safe custody of the Seal and of any official Seal for use abroad pursuant to the Statutes, and such Seals shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purposes Regulation 101 of Table A shall not apply

18. Share Certificates

In the event that the Directors decide that the company shall not have a seal then share certificates or other documents issued by the company may be signed by a director and secretary of the company, or two directors of the company, and expressed (in whatever form of words) to be executed by the company and shall have the same effect as if executed under the common seal of the company and Regulation 6 of Table A shall be modified accordingly

19 Indemnity

19 1 Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties or in relation thereto including any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which relief is granted to him by the Court and no Director or other office shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act

19 2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act from and after the bringing into force of Section 137 of the Companies Act 1989

19 3 Regulation 118 shall not apply to the Company

20 **Transfer of Shares**

The Board may, in its absolute discretion, and without giving any reason therefor, decline to register a transfer of any share, of whatever class, whether or not it is a fully paid share. Regulation 24 shall not apply to the Company.

21. **Transmission of Shares**

The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with. Regulation 31 shall be modified accordingly.